



CORPORATION SERVICE COMPANY\*

RECORDATION NO 24863-A FILED

APR 09 '07

3-01 PM

SURFACE TRANSPORTATION BOARD



April 6, 2007

Karen January  
Surface Transportation Board  
Recordation Office  
395 East Street SW  
Washington, DC 20423  
202-245-0401

RE: 838940/005

Dear Karen:

Please process the enclosed documents for the service indicated below:

**COMMIT DATE: 04/13/2007**

**PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.**

**Secondary STB Filing**

A check is enclosed in the amount of \$34.00 to: Surface Transportation Board

**Mailing instructions:**

Forward the filing acknowledgement to our office. Appropriate FedEx envelopes have been provided for your use.

**Special instructions:**

**Lessee:**

Domino Foods Inc.  
1 North Clematis Street, Suite 310  
West Palm Beach, FL 33401

**Lessor:**

The CIT Group/Equipment Financing, Inc.  
1211 Avenue of the Americas, 20<sup>th</sup> Floor  
New York, NY 10036

Thank you for your assistance in this matter.  
Sincerely,

April O'Shea 1-800-995-5071 ext. 3813  
Motor Vehicle Specialist

APR 09 '07

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## MEMORANDUM OF RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 7 day of July, 2006, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and DOMINO FOODS, INC., Lessee for AMERICAN SUGAR REFINING, INC., a New York corporation, with an address at 1 North Clematis Street, Suite 310, West Palm Beach, FL 33401 (the "Lessee" and, together with the Lessor, the "Parties").

## KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of July 7, 2003 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board on March 22, 2004 as Recordation Number 24863.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Catherine English  
Name: Catherine English  
Title: Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

DOMINO FOODS, INC., Lessee for AMERICAN SUGAR REFINING, INC.

By: Anthony H. Kovolis  
Name: Anthony H. Kovolis  
Title: Nick's Logistics

# Schedule A



## Number of Cars

## Equipment Description

125

5,150 C.F. gravity-pneumatic covered hopper car with circular hatches, food grade interior

1	CEFX	72915	53	CEFX	72967	105	CEFX	73031
2	CEFX	72916	54	CEFX	72968	106	CEFX	73032
3	CEFX	72917	55	CEFX	72969	107	CEFX	73033
4	CEFX	72918	56	CEFX	72970	108	CEFX	73034
5	CEFX	72919	57	CEFX	72971	109	CEFX	73035
6	CEFX	72920	58	CEFX	72972	110	CEFX	73036
7	CEFX	72921	59	CEFX	72973	111	CEFX	73037
8	CEFX	72922	60	CEFX	72974	112	CEFX	73038
9	CEFX	72923	61	CEFX	72975	113	CEFX	73039
10	CEFX	72924	62	CEFX	72976	114	CEFX	73040
11	CEFX	72925	63	CEFX	72977	115	CEFX	73041
12	CEFX	72926	64	CEFX	72978	116	CEFX	73042
13	CEFX	72927	65	CEFX	72979	117	CEFX	73043
14	CEFX	72928	66	CEFX	72980	118	CEFX	73044
15	CEFX	72929	67	CEFX	72981	119	CEFX	73045
16	CEFX	72930	68	CEFX	72982	120	CEFX	73046
17	CEFX	72931	69	CEFX	72983	121	CEFX	73047
18	CEFX	72932	70	CEFX	72984	122	CEFX	73048
19	CEFX	72933	71	CEFX	72985	123	CEFX	73049
20	CEFX	72934	72	CEFX	72986	124	CEFX	73050
21	CEFX	72935	73	CEFX	72987	125	CEFX	73051
22	CEFX	72936	74	CEFX	72988			
23	CEFX	72937	75	CEFX	72989			
24	CEFX	72938	76	CEFX	72990			
25	CEFX	72939	77	CEFX	72991			
26	CEFX	72940	78	CEFX	72992			
27	CEFX	72941	79	CEFX	72993			
28	CEFX	72942	80	CEFX	72994			
29	CEFX	72943	81	CEFX	72995			
30	CEFX	72944	82	CEFX	72996			
31	CEFX	72945	83	CEFX	72997			
32	CEFX	72946	84	CEFX	72998			
33	CEFX	72947	85	CEFX	72999			
34	CEFX	72948	86	CEFX	73000			
35	CEFX	72949	87	CEFX	73001			
36	CEFX	72950	88	CEFX	73002			
37	CEFX	72951	89	CEFX	73003			
38	CEFX	72952	90	CEFX	73004			
39	CEFX	72953	91	CEFX	73005			
40	CEFX	72954	92	CEFX	73006			
41	CEFX	72955	93	CEFX	73007			
42	CEFX	72956	94	CEFX	73008			
43	CEFX	72957	95	CEFX	73009			
44	CEFX	72958	96	CEFX	73010			
45	CEFX	72959	97	CEFX	73011			
46	CEFX	72960	98	CEFX	73012			
47	CEFX	72961	99	CEFX	73013			
48	CEFX	72962	100	CEFX	73014			
49	CEFX	72963	101	CEFX	73027			
50	CEFX	72964	102	CEFX	73028			
51	CEFX	72965	103	CEFX	73029			
52	CEFX	72966	104	CEFX	73030			